

RECORDATION NO. 27170 FILED

SEP 25 2007 -2 00 PM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 25, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Equipment Schedule No. 036), dated as of September 21, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

**Mr. Vernon A. Williams
September 25, 2007
Page 2**

A description of the railroad equipment covered by the enclosed document is:

26 flat cars within the series BNSF 927100 – BNSF 927128 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

**RWA/sem
Enclosures**

MEMORANDUM OF LEASE

SEP 25 '07 -2 00 PM

(Equipment Schedule No. 036)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of September 21, 2007, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2500 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

1. Lessor and Lessee have entered into Equipment Schedule No. 036 having an effective date of April 1, 2007 issued pursuant to a Master Lease Agreement No. 98 dated as of August 31, 2006 pursuant to which Equipment Schedule No. 036 Lessor will lease the railcars described on Exhibit A to Lessee for an initial term of 84 months commencing as of April 1, 2007.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:

Keri Albert
Scott Milburn

RBS ASSET FINANCE, INC.,
Lessor

By Tanya Finn
Name Tanya Finn
Senior Vice President
Title _____

Signed and acknowledged

Scott Spaul
Claudia Vodel

BNSF RAILWAY COMPANY,
Lessee

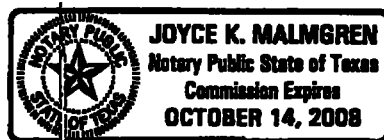
By TADA BAILEY
Name TADA BAILEY
Title DIRECTOR - FINANCE

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by Todd Bailey, its Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 21st day of September, 2007.

Joyce K. Malmgren
Notary Public



State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Tanya Finn, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21st day of September, 2007.

Misty Watte
Notary Public



EXHIBIT A

Twenty-six TTX Flat Cars with the following marks and numbers: BNSF927100
BNSF927101
BNSF927102
BNSF927103
BNSF927104
BNSF927105
BNSF927106
BNSF927107
BNSF927108
BNSF927110
BNSF927111
BNSF927112
BNSF927113
BNSF927114
BNSF927116
BNSF927117
BNSF927118
BNSF927119
BNSF927120
BNSF927122
BNSF927123
BNSF927124
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BNSF927126
BNSF927127
BNSF927128

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